

RECORDATION NO.

16024-VV  
FILED

OCT 10 '03

12-32 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL  
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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

October 10, 2003

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Termination and Equipment Disposition, dated as of October 1, 2003, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Lease which was previously filed with the Commission under Recordation Number 16024-B.

The names and addresses of the parties to the enclosed document are:

Lessor: Sun Life Assurance Company of Canada  
225 King St. West  
Toronto, Ontario M5V 3C5  
Canada

Lessee: Canadian National Railway Company  
935 de la Gauchetiere Street West  
Montreal, Quebec H3W 2N1  
Canada

Mr. Vernon A. Williams  
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A description of the railroad equipment covered by the enclosed document is:

All of the railcars set forth in Recordation Number 16024-B.

A short summary of the document to appear in the index is:

Memorandum of Lease Termination and Equipment Disposition.

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Robert W. Alvord".

Robert W. Alvord

RWA/anm  
Enclosures

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SURFACE TRANSPORTATION BOARD

( SLX / CN Lease # 2 )

**MEMORANDUM OF LEASE TERMINATION  
AND EQUIPMENT DISPOSITION** dated as of  
October 1, 2003 between **Sun Life Assurance  
Company of Canada ("SUN")** and **Canadian  
National Railway Company ("CN")**.

**WHEREAS, SLX Canada Inc. ("SLX")** as lessor and CN as lessee entered into that certain Lease of Equipment # 2 dated as of September 20, 1988 (the "Original Lease") covering three (3) SD-50F 3,600 h.p. diesel-electric locomotives marked CN 5448 to CN 5450 inclusive (the "Equipment");

**WHEREAS, SLX** as assignor conveyed its interest in the Original Lease to SUN as assignee pursuant to a Lease Assignment Agreement dated as of December 23, 1988 (the "Assignment");

**WHEREAS, SUN** as lessor and CN as lessee amended the Original Lease pursuant to an Amending Agreement dated as of December 23, 1988 (the "Amendment" and together with the Original Lease, the "Lease");

**WHEREAS, the sales of the Equipment** were evidenced by i) a Confirming Bill of Sale dated January 19, 1989, by CN in favour of SLX, covering units including the Equipment (the "SLX Bill of Sale") and ii) a Bill of Sale dated December 23, 1988, by SLX in favour of SUN, covering the Equipment (the "SUN Bill of Sale");

**AND WHEREAS, SUN** acknowledges that CN has fully performed its obligations under the Lease.

**IN WITNESS WHEREOF,** the parties wish to show for the public record that on the date first above written:

- 1) The Lease was terminated, by SUN and CN, in accordance with its terms;
- 2) SUN and CN acknowledge that certain indemnity provisions of the Lease survive the termination thereof, as more particularly specified therein;
- 3) The Equipment was sold, by SUN to CN, free and clear of all encumbrances arising through SUN pursuant to a 'Bill of Sale' of even date herewith;

*[Handwritten mark]*

and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized.

**SUN LIFE ASSURANCE  
COMPANY OF CANADA,**  
as lessor and seller

By:

Its:

  
**Greg Sooley**

Director,

Investment Project Finance

By:

Its:



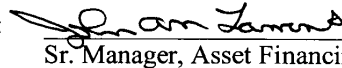
**Steve Theofanis**

Director, Structured Finance

**CANADIAN NATIONAL  
RAILWAY COMPANY,**  
as lessee and buyer

By:

Its:



Sr. Manager, Asset Financing

Note: Recordation Particulars

Interstate Commerce Commission

On November 14, 1988 at 11:10 A.M., the Original Lease was filed with the Interstate Commerce Commission (predecessor to the Surface Transportation Board) pursuant to 49 U.S.C. S11303 (now S11301) with assigned recordation number 16024-B; and

On January 25, 1989 at 1:20 P.M., the SUN Bill of Sale, the Assignment and the Amendment were also so filed with assigned recordation numbers 16024-G, 16024-H and 16024-I, respectively.

Registrar General of Canada

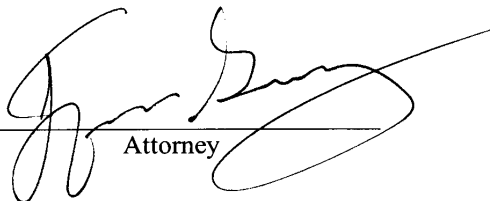
On October 12, 1988 at 11:45 A.M., the Original Lease was deposited in the Office of the Registrar General of Canada pursuant to Section 90 of the Railway Act of Canada (now Section 105 of the Canada Transportation Act);

On January 12, 1989, the SUN Bill of Sale, the Assignment and the Amendment were also so deposited; and

On February 2, 1989, the SLX Bill of Sale was also so deposited.

PROVINCE OF QUEBEC                     )  
  ) ss:       *In the matter of a Memorandum*  
DISTRICT OF MONTREAL                )       *dated as of October 1, 2003*  
  )       *between SUN and CN.*

On this 22nd day of September, 2003, before me personally appeared John A.N. Lamont, to me personally known, who, being by me duly sworn, says that he is Sr. Manager Asset Financing of Canadian National Railway Company, that the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
\_\_\_\_\_  
Attorney

Bar # 188726-2

PROVINCE OF ONTARIO                     )  
  ) ss:       *In the matter of a Memorandum*  
CITY OF TORONTO                         )       *dated as of October 1, 2003*  
  )       *between SUN and CN.*

On this 23rd day of September 2003, before me personally appeared STEVE THEOPHANIS, to me personally known, who, being by me duly sworn, says that such person is a DIRECTOR STRUCTURES FINANCE of Sun Life Assurance Company of Canada, that the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
\_\_\_\_\_  
Notary Public

[Notarial Seal]